

**BYLAWS OF THE  
TRINITY MANAGEMENT COUNCIL**

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**BYLAWS OF THE  
TRINITY MANAGEMENT COUNCIL**

**ARTICLE I**

**NAME**

**SECTION 100. NAME.** The name of this organization shall be the Trinity Management Council (TMC).

**ARTICLE II**

**PURPOSES**

**SECTION 200. GENERAL PURPOSE.** The purpose of the TMC is to provide overall guidance and direction to the Trinity River Restoration Program (Restoration Program) in order to restore, enhance, and conserve natural production of anadromous fisheries, native plant communities, and associated wildlife resources of the Trinity River basin in sufficient quantity and quality to ensure long-term sustainability.

**SECTION 201. SPECIFIC PURPOSES.** To achieve the general purpose stated in Section 200, the TMC shall:

- (a) Establish and guide implementation of an adaptive management program to implement and monitor the physical and biological components of the December 19, 2000 Record of Decision (ROD) and Implementation Plan.
- (b) Guide the development of recommended annual flow schedules.
- (c) Operate as a governing board in making decisions regarding the program.
- (d) Refer unresolved conflicts within the TMC to the Secretary of the Interior (Secretary).
- (e) Give due consideration to issues identified by the Trinity Adaptive Management Working Group (TAMWG), other stakeholders, regulatory agencies, and other interested entities.
- (f) Coordinate actions of the Restoration Program with other interested entities as appropriate.
- (g) Acknowledge the federal government's trust responsibilities to the Hoopa Valley and Yurok Tribes in the protection and management of fish and water resources.
- (h) Ensure that the implementation of the Trinity River Restoration Program is consistent with the fish and wildlife restoration goals of PL 98-541, as amended.
- (i) Identify opportunities to obtain additional funding for restoration activities.

### ARTICLE III

#### MEMBERSHIP

**SECTION 300. MEMBER AGENCIES AND TRIBES.** As identified in the Implementation Plan (Appendix C, p. 21), the members of the Trinity Management Council shall include the following agencies and tribes:

- (a) Bureau of Reclamation, Department of the Interior;
- (b) Fish and Wildlife Service, Department of the Interior;
- (c) National Oceanic and Atmospheric Administration Fisheries, Department of Commerce;
- (d) Forest Service, Department of Agriculture;
- (e) Hoopa Valley Tribe;
- (f) Yurok Tribe;
- (g) Resources Agency of California;
- (h) Trinity County.

As future circumstances warrant, additional entities may be added to the TMC by unanimous vote of the TMC as described in Section 603. Such additions to the membership of the TMC shall only be to governmental agencies or entities (federal, Tribal, state, or local) which have either as a primary mission or key responsibility the restoration and or subsequent management of the fishery, wildlife, and other natural resources of the Trinity River and the Trinity River Basin. In the event that additions are made to the membership of the TMC, the TMC shall revise, as appropriate, Section 602, QUORUM, Section 603, VOTING RIGHTS, MAJORITY, and Section 604, ABSTENTIONS.

Commented [SWN1]: Bruce Bingham's recommendation is to strike the word unanimous here.

**SECTION 301. AGENCY AUTHORITIES.** All federal, state, and local agencies and tribes shall retain their existing authorities, and reserve the right to comply with internal policies and procedures.

**SECTION 302. PRIMARY REPRESENTATIVES, QUALIFICATIONS, COMPENSATION.** Each member organization of the Trinity Management Council shall designate a primary representative authorized to speak and vote on behalf of the member organization. Such designation shall be in writing and on file with the Executive Director. Representatives shall be a current employee or active member of his/her agency or tribe. No member of the TMC shall receive compensation for his or her services other than their regular salary paid by the member organization.

**SECTION 303. ALTERNATE REPRESENTATIVES.** Each member organization of the Trinity Management Council shall designate an alternate representative authorized to speak and vote on behalf of the member organization in the absence of the primary representative. Such designation shall be in writing and on file with the Executive Director. If the primary and alternate representatives are unable to attend a scheduled meeting, the primary representative may designate an interim representative with full voting privileges for that specific meeting by obtaining verbal approval of the Chair (or Vice-Chair) in advance.

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**SECTION 304. TERM OF OFFICE.** Primary and alternate representatives shall be appointed by the governing body of the member organizations in a manner and for a term of the member organization's choosing. Vacancies shall be filled by member organizations within 60 days to ensure continuity of representation.

**SECTION 305. ABSENCE FROM MEETINGS, INACTIVE MEMBER STATUS.** Unexcused absences, without attendance of the designated alternate representative, for three (3) consecutive quarterly meetings of the TMC will result in loss of voting privileges until the member organization in question has resumed regular attendance for at least two (2) meetings. Loss of member voting privileges shall not count against the quorum requirement in Section 602.

**SECTION 306. WITHDRAWAL FROM MEMBERSHIP.** A member of the TMC may only withdraw from membership on the TMC subsequent to the provision of written notice, provided not later than seventy-five (75) calendar days prior to the anticipated effective date of the withdrawal from such membership. The written notice shall be provided to both the chairperson of the TMC and the Executive Director. The notice shall state with specificity the reasons for such withdrawal from membership on the TMC.

#### ARTICLE IV

##### OFFICERS

**SECTION 400. TITLES AND TERM OF OFFICE.** The officers of the TMC shall consist of a chairperson and vice chairperson. Other officers may be established as need arises by majority vote of the TMC.

- (a) The terms of all current and future positions shall be for two years.
- (b) Officer selections shall be made at the December quarterly TMC meeting in even years.
- (c) Split, one year terms could be carried out by the chairperson and vice chairperson if both persons agree to that arrangement.
- (d) Selection of officers shall take place by voting ballot of TMC members. Individuals who receive the greatest number of votes will assume the officer positions.
- (e) In the event the chairperson is no longer able to perform his or her duties, the vice chairperson shall immediately assume the chairperson role. The new chairperson shall then immediately appoint a vice chairperson. The new chairperson and vice chairperson shall maintain their roles until the next December quarterly TMC meeting in an even year, at which time replacement of the chair and vice chair positions shall take place by voting ballot.
- (f) In the event the vice chairperson is no longer able to perform his or her duties, the chairperson shall immediately appoint an acting vice chairperson. Replacement of the new vice chairperson shall occur by voting ballot of TMC members at the next December quarterly TMC meeting in an even year, at which time replacement of the chair and vice chair positions shall take place by voting ballot.

Commented [SWN2]: Important to TMC members? Seems like we should strive to keep this part consistent. Need TMC guidance here.

Commented [SWN3]: Or - "the next December quarterly TMC meeting in an even year."???? Pros and cons either way. Need TMC guidance here.

Commented [SWN4]: Or - "the next December quarterly TMC meeting in an even year."???? Pros and cons either way. Need TMC guidance here.

**SECTION 401. QUALIFICATIONS.** As identified in the Implementation Plan (Appendix C, p. 21), the TMC members shall choose a federal agency employee from their number as

chairperson and as vice chairperson. Other officers that may be created by vote of the TMC in the future may be filled by any member of the TMC, as consistent with such vote by the TMC.

**SECTION 402. DUTIES OF CHAIRPERSON.** The chairperson shall preside at all meetings of the TMC and shall perform such other duties as may be prescribed by the TMC.

**SECTION 403. DUTIES OF VICE CHAIRPERSON.** The vice chairperson shall have and exercise all the powers, authority and duties of the chairperson during the absence or inability of the latter, and shall perform such other duties as may be prescribed by the TMC.

**SECTION 404. EXECUTIVE DIRECTOR.** The members of the TMC may employ an executive director, who shall execute policy and management decisions of the TMC, supervise operations of the Trinity River Restoration Program office, and serve as ex officio (non-voting) member of the TMC.

## **ARTICLE V**

### **COMMITTEES**

**SECTION 500. FORMATION.** The TMC may form and disband standing and ad hoc committees of its members and alternates as necessary and appropriate to facilitate the mission of the TMC as described in Section 200.

**SECTION 501. RECOMMENDATIONS.** Recommendations of such committees shall be presented to the full TMC, and shall not take effect until passed by a majority vote of the TMC as described in Section 603.

**SECTION 502. COMMITTEE CHAIRPERSONS.** Upon formation of a committee, a chairperson will be selected from among the appointed members subject to the approval of the TMC Chair.

## **ARTICLE VI**

### **MEETINGS**

**SECTION 600. REGULARLY SCHEDULED MEETINGS.**

- (a) Quarterly meetings of the TMC shall be held on or about the dates in the following schedule and for the stated primary purposes:
  - April (2<sup>nd</sup> week) – annual flow recommendations;
  - June (3<sup>rd</sup> week) – annual budget review and approval;
  - September (3<sup>rd</sup> week) – fisheries status reports; and
  - December (2<sup>nd</sup> week) – review of annual program accomplishments.
- (b) Written notice of specific details (time, location, and agenda items) for quarterly meetings will be provided to each member at least fourteen (14) days prior to the meeting.
- (c) At least ten (10) but not more than thirty (30) days before the date of any quarterly meeting

the Executive Director shall mail or otherwise notify stakeholders and other interested parties the hour, day and place of such meeting.

- (d) All regularly scheduled and special meetings of the TMC shall be open to the public.
- (e) Monthly telephone conferences will be scheduled for the purpose of keeping TMC members updated on program progress, accomplishments and action items. When timely TMC action on business is required, voting may take place during a telephone conference as described in Section 605 (as amended).
- (f) Actions items anticipated for decisions by vote will be forwarded to TMC members in advance.

**SECTION 601. SPECIAL MEETINGS.** Special meetings of the TMC may be held upon the request of at least four (4) members or upon joint agreement by the Chair and Executive Director, with time and location designed to accommodate a quorum of the members. The Executive Director shall provide telephonic, email or facsimile notification preferably five (5) business days prior to the date of such meeting, to be followed with written notice by email.

**SECTION 602. QUORUM.** A quorum for the transaction of business at any meeting of the TMC shall be six of the eight members.

**SECTION 603. VOTING RIGHTS, MAJORITY.** It is the intent of the TMC that as designated representatives of member agencies and tribes, there will be active participation in setting policy and making decisions for the Program. No member shall have more than one vote. Except as provided in Section 604 below, seven affirmative votes are required to pass a motion when all 8 members are present, and six affirmative votes are required to pass a motion when 6 or 7 members are present.

**SECTION 604. ABSTENTIONS.** The need for abstentions should be rare. However, circumstances may arise where members of the TMC need to abstain due to conflicts of interest or other legal constraints which may otherwise be outside of their control. The TMC recognizes the need to be able to conduct business of the council without being paralyzed through the inability to establish a voting majority due to abstentions. As a result, the effect of abstentions upon establishing a majority for voting purposes shall be as follows:

When eight members are present and one abstains, six affirmative votes are required to pass a motion.

When eight members are present and two or more abstain, five affirmative votes are required to pass a motion.

When six or seven members are present and one or more abstain(s), five affirmative votes are required to pass a motion.

**SECTION 605. VOTING BY WRITTEN BALLOT OR CONFERENCE CALL.**

- (a) Any matter of business to be voted upon by the members at a quarterly meeting, special meeting, or telephone conference calls of TMC members, may be submitted by mail, or email, or verbally, to all of the members for their written, email or verbal telephone

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conference vote, ~~without a meeting of the members, at the motion and approval of a majority of the members.~~ Any written ballot distributed to all members entitled to vote shall be in accordance with procedures established by the TMC, subject to the provisions of this section.

~~(b) Any matter of business to be voted upon by the members at a quarterly or special meeting of TMC members, may be submitted by individual and/or conference telephone calls or emails to all of the members for their verbal vote without a meeting of the members, at the motion and approval of a majority of the members.~~

~~(e)(b)~~ An attempt will be made to notify the Chair of the TAMWG of the pending action, but failure to notify shall not preclude a timely vote.

~~(d)(c)~~ A summary of the items discussed under (a) or (b) and results of any action taken will be recorded and on file at the TRRP office.

**SECTION 606. POSTPONEMENT FOR LACK OF A QUORUM.** If the Executive Director determines that a quorum is unlikely to be present at any quarterly or special meeting of the TMC, the meeting shall be postponed (rescheduled) to a date not less than seven (7) nor more than thirty (30) days thereafter, at which time those present shall constitute a quorum for the transaction of business. To the extent possible, members will be advised of such circumstances at least two days prior to the original meeting date.

**SECTION 607. BUSINESS.** The business at the quarterly or special meetings shall be guided by Robert's Rules of Order as applied by the Chair, and shall be conducted as follows:

- (a) Introductions and Ascertainment of Quorum.
- (b) Review and approval, or correction, of the minutes of the last meeting.
- (c) Comments from the public.
- (d) Report by the TMC Chair.
- (e) Report by the TAMWG Chair.
- (f) Report by the Executive Director.
- (g) Scheduled Agenda Items.
- (h) New Agenda Items.
- (i) Comments from the public.
- (j) Adjournment.

**SECTION 608. MINUTES.** Detailed minutes of each regularly scheduled and special meeting shall include a record of persons present, and a description of topics discussed and actions taken, including motions, seconds, and recorded votes. The minutes shall be distributed to TMC members within 30 days of such meetings. The Executive Director has responsibility for recording and distributing the minutes by the most appropriate means at his or her disposal. Minutes shall be presented for approval at the next scheduled meeting, and upon approval of the TMC, be certified by the Chair as an accurate representation of the proceedings.

## ARTICLE VII

### GENERAL

**SECTION 700. AUTHORITIES AND RESPONSIBILITIES.** The authority, duties, and



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functions of the Trinity Management Council are derived from the Secretary of the Interior as stated in the ROD and accompanying Implementation Plan.

**SECTION 701. RECORDS OPEN TO INSPECTION.** Copies of TMC meeting agendas, minutes, formally submitted reports, and related handouts shall be available for public inspection at the Trinity River Restoration Program office in Weaverville, California.

## ARTICLE VIII

### AMENDMENTS TO BYLAWS

**SECTION 800. BYLAWS.** Amendments to these bylaws may be adopted by the TMC at any duly held meeting, pursuant to Section 603.

#### KNOW ALL PEOPLE BY THESE PRESENT:

That we, the undersigned members of the Trinity Management Council, do hereby certify that the above and foregoing bylaws were duly adopted as the bylaws of this organization, and

IN WITNESS WHEREOF, we have hereunto subscribed our names this \_\_\_\_th day of \_\_\_\_\_, ~~2014~~2016.

\_\_\_\_\_  
Seth Naman, Chair  
NOAA Fisheries Service

\_\_\_\_\_  
~~Federico Barajas~~Donald Bader, Vice Chair  
Bureau of Reclamation

\_\_\_\_\_  
Bruce Bingham,  
U.S. Fish and Wildlife Service

\_\_\_\_\_  
Terri Simon-Jackson  
U.S. Forest Service

\_\_\_\_\_  
Michael W. Orcutt  
Hoopa Valley Tribe

\_\_\_\_\_  
Dave Hillemeier  
Yurok Tribe

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~~Teresa Conner~~ Tony Labanca  
CA Department of Water Resources

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Keith Groves  
Trinity County